

01-15-2002



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REC T 101947029

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1/9/02 CHP ACQUISITION GROUP, INC. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State North Carolina [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: C.H. PATRICK & CO., INC. Internal Address: Street Address: 175 Echelon Road City: Greenville State: SC Zip: 29605 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State North Carolina [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other Execution Date: March 7, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,959,734 Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: ELIZABETH PASQUINE, ESQ. Name: Internal Address: KILPATRICK STOCKTON LLP Street Address: Suite 300 11130 Sunrise Valley Drive City: Reston State: VA Zip: 20191-4329

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 50-1928

DO NOT USE THIS SPACE

9. Signature. ELIZABETH PASQUINE Name of Person Signing [Signature] Signature [January 8, 2002] Date [6] Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

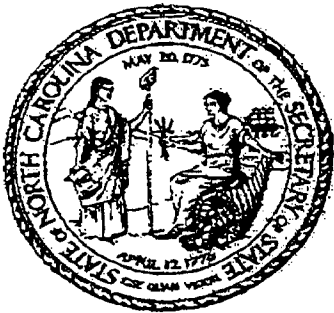
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**CHP ACQUISITION GROUP, INC.
WHICH CHANGED ITS NAME TO
C.H. PATRICK & CO., INC.**

the original of which was filed in this office on the 7th day of June, 2001.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 7th day of June, 2001

Elaine F. Marshall

Secretary of State

Document Id: 211589139

TRADEMARK
REEL: 002423 FRAME: 0095

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ARTICLES OF AMENDMENT
OF
CHP ACQUISITION GROUP, INC.

Pursuant to § 55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is CHP Acquisition Group, Inc.

2. The following amendment to the Articles of Incorporation of the corporation was adopted by its shareholders by unanimous consent effective March 27, 2001, in the manner prescribed by law:


The First Article is amended and restated in its entirety as follows:

"FIRST: The name of the Corporation is C.H. Patrick & Co., Inc."

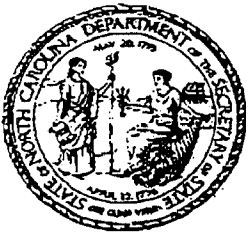
3. These Articles of Amendment will become effective upon filing.

This the 2 day of March 2001.

CHP ACQUISITION GROUP, INC.

By: 
Name: THOMAS J. REARDON
Title: PRESIDENT

WINLIB01:875748.1



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

CEP ACQUISITION GROUP, INC.

the original of which was filed in this office on the 12th day of December, 2000.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of December, 2000

Elaine F. Marshall

Secretary of State

Document Id: 203479231

TRADEMARK
REEL: 002423 FRAME: 0097

ARTICLES OF INCORPORATION
OF
CHP ACQUISITION GROUP, INC.

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina:

I

The name of the corporation is CHP Acquisition Group, Inc.

II

The number of shares the corporation is authorized to issue is 10,000 shares, no par value, which shares shall be all of one class, designated as Common Stock.

III

The provisions of Article 9 and Article 9A of the North Carolina Business Corporation Act entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act", respectively, shall not be applicable to the corporation.

IV

No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions occurring prior to the date of the effectiveness of this Article, (ii) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (iii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, or (iv) any transaction from which such director derived an improper personal benefit. As used in this Article, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefits for or on account of his or her service as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of a director, the

personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a provision permitted under the North Carolina General Statutes and the Articles of Incorporation, Bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

V

The address of the initial registered office of the corporation in the State of North Carolina is 3500 One First Union Center, 301 South College Street, Mecklenburg County, Charlotte, North Carolina 28202-6001, and the agent at such address is David Whelpley, Jr.

VI

The name and address of the incorporator are:

NAME
Melinda Davis Lux

ADDRESS
1001 West Fourth St.
Winston-Salem, NC 27101

VII

These Articles will be effective upon filing.

This the 7th day of December, 2000.


Melinda Davis Lux, Incorporator

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